

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

	X	
	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>24 HOUR FITNESS</b>	:	<b>Case No. 20–11558</b>
<b>WORLDWIDE, INC., et al.,</b>	:	
	:	
<b>Debtors.</b> <sup>1</sup>	:	<b>(Joint Administration Requested)</b>
	:	
	X	

**ORDER (I) AUTHORIZING DEBTORS TO (A) REJECT  
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL  
PROPERTY AND (B) ABANDON *DE MINIMIS* PROPERTY IN  
CONNECTION THEREWITH, (II) GRANTING A LIMITED WAIVER OF  
BANKRUPTCY RULE 6006(f)(6), AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of 24 Hour Fitness Worldwide, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an order (i) authorizing the Debtors to (a) reject the Club Leases, each effective *nunc pro tunc* to the Petition Date and (b) abandon any Remaining Property, (ii) granting a limited waiver of the numerosity requirement of Bankruptcy Rule 6006(f)(6), and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b), and the *Amended Standing Order of Reference from the United States*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are 24 Hour Holdings II LLC (N/A); 24 Hour Fitness Worldwide, Inc. (5690); 24 Hour Fitness United States, Inc. (8376); 24 Hour Fitness USA, Inc. (9899); 24 Hour Fitness Holdings LLC (8902); 24 San Francisco LLC (3542); 24 New York LLC (7033); 24 Denver LLC (6644); RS FIT Holdings LLC (3064); RS FIT CA LLC (7007); and RS FIT NW LLC (9372). The Debtors’ corporate headquarters and service address is 12647 Alcosta Blvd., Suite 500, San Ramon, CA 94583.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

*District Court for the District of Delaware*, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and this Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the First Day Declaration; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Motion is granted to the extent set forth herein.
2. Pursuant to section 365 of the Bankruptcy Code, the Club Leases identified on **Schedule 1** attached hereto are hereby rejected *nunc pro tunc* to the Petition Date.
3. The Debtors do not waive any claims that they may have against any counterparty to the Club Leases, whether or not such claims arise under, are related to the rejection of, or are independent of the Club Leases.
4. The Debtors are authorized to abandon any Remaining Property located at the Underperforming Clubs free and clear of all liens, claims, encumbrances, interests, and rights of third parties.
5. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Club Leases were terminated prior to the Petition Date; that any claim for damages arising from the rejection of the Club Leases is limited to the remedies available under any applicable

termination provision of such Club Lease; or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

6. The numerosity requirements of Bankruptcy Rule 6006(f)(6) are waived for the Motion, and the rejection of the Leases authorized by this Order complies with the requirements of Bankruptcy Rule 6006(f).

7. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code.

8. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any party.

9. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

10. Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

11. Consistent with the limitations of section 362 of the Bankruptcy Code, and any other applicable law, counterparties to the Leases are prohibited from setting off or otherwise utilizing any amounts deposited by the Debtors with any of the counterparties to the Leases as a security deposit or pursuant to another similar arrangement, or owed to the Debtors by any of the counterparties under the Leases or other agreements between the same parties, without the Debtors consent or further order of this Court.

12. Any proofs of claim for damages in connection with the rejection of the Club Leases, if any, shall be filed on or before the later of (a) the claims bar date established by the Court in these chapter 11 cases, if any, and (b) thirty (30) days after entry of this Order.

13. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

14. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2020  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

## Schedule 1

### Schedule of Club Leases to Be Rejected

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
1.	713	14 Dundee Rd LLC 1 West Dundee Road, Suite 200 Buffalo Grove, IL 60089	24 Hour Fitness USA Inc	45 East Dundee Road Buffalo Grove, IL 60089	June 15, 2020
2.	617	16000 Pines Retail Investments, LLC 2665 South Bayshore Drive, Suite 1020 Coconut Grove, FL 33133	24 Hour Fitness USA Inc	16000 Pines Boulevard Pembroke Pines, FL 33082	June 15, 2020
3.	449	17017 Ventura, LLC 17027 Ventura Blvd, 2nd Floor Encino, CA 91316	24 Hour Fitness USA Inc	17017 Ventura Blvd Encino, CA 91316	June 15, 2020
4.	356	21614 Tomball LLC 832 Southampton Drive Palo Alto CA 94303	24 Hour Fitness USA Inc	21614 Tomball Parkway Houston TX 77070	June 15, 2020
5.	719	24 Mount Prospect LLLP 4683 Chabot Drive, Suite 220 Pleasanton, CA 94588	24 Hour Fitness USA Inc	1480 S Elmhurst Road Mount Prospect, IL 60056	June 15, 2020
6.	349	2ML Atascocita, LLC 952 Echo Ln., Suite 314 Houston TX 77024	24 Hour Fitness USA Inc	7068 FM 1960 East Humble TX 77346	June 15, 2020
7.	285	33 Journal Square Owner LLC 3 East 44th St Ste B-1 New York, NY 10017	24 New York LLC	912-920 Bergen Avenue Jersey City, New Jersey 07306	June 15, 2020
8.	662	460 South College Avenue LLC 1712 Topaz Drive Loveland, CO 80537	24 Hour Fitness USA Inc	460 South College Avenue Fort Collins, CO 80524	June 15, 2020
9.	801	5 Points Partners LP 301 University Ave, Suite 100 Sacramento CA, 95825	24 Hour Fitness USA Inc	5114 Arden Way Carmichael, CA 95608	June 15, 2020
10.	117	5307 Sepulveda Boulevard LLC 9045 Corbin Avenue Ste 270 Northridge, CA 91324	24 Hour Fitness USA Inc	1335 West Avenue P Palmdale, CA 93551	June 15, 2020
11.	296	A&J Properties LLC 5820 Ave N Brooklyn NY 11234	24 New York LLC	1728 Sheepshead Bay Road Brooklyn, NY 11235- 3605	June 15, 2020
12.	229	ACRE Investment Co, LLC 4683 Chabot Dr., Suite 220 Pleasanton CA 94588	24 Hour Fitness USA Inc	4440 E. Tropicana Ave Las Vegas, NV 89121	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
13.	627	AGRE River Bridge Owner, LLC 4500 PGA Boulevard, Suite 400 Palm Beach Gardens, FL 33418	24 Hour Fitness USA Inc	6846 Forest Hill Blvd. Greenacres, FL 33413	June 15, 2020
14.	709	Alessandro Group LLC 730 El Camino Way, Ste 200 Tustin, CA 92780	24 Hour Fitness USA Inc	23750 Alessandro Blvd Moreno Valley, CA 92553	June 15, 2020
15.	305	Alkitsa Investments Ltd Inc 11811 North Freeway, Suite 202 Houston TX 77060	24 Hour Fitness USA Inc	5721 Westheimer Rd. Houston TX 77057	June 15, 2020
16.	354	Allen Fitness, LP 1748 W Katella Avenue, Suite 206 Orange CA 92867	24 Hour Fitness USA Inc	510 N Watters Road Allen TX 75013	June 15, 2020
17.	611	Annapolis Towne Center at Parole LLC 7 Giralda Farms Madison NJ 7940	24 Hour Fitness USA Inc	200 Harker Place Annapolis MD 21401	June 15, 2020
18.	11105	Apple Way Market LLC 101 SW Main Street, Suite 1210 Portland, OR 97204	RS FIT NW LLC	8235 SW Apple Way Portland, OR 97225	June 15, 2020
19.	711	ARC PTSCHIL001 LLC 650 5th Avenue, 30th Floor New York, NY 10019	24 Hour Fitness USA Inc	141 N Barrington Road Schaumburg, IL 60194	June 15, 2020
20.	353	A-S 108 Friendswood Crossing, LP 8827 W Sam Houston Parkway N, Suite 200 Houston TX 77040	24 Hour Fitness USA Inc	130 W Parkwood Ave Friendswood TX 77546	June 15, 2020
21.	392	A-S 76 Hwy 290-Bingle, L.P. 8827 W Sam Houston Parkway N, Suite 200 Houston TX 77040	24 Hour Fitness USA Inc	12708 Northwest Freeway Houston TX 77092	June 15, 2020
22.	690	A-S 86 FM 1960-Veterans Memorial LP 8827 W Sam Houston Parkway N, Ste. 200 Houston TX 77040	24 Hour Fitness USA Inc	4425 FM 1960 Rd West Houston TX 77068	June 15, 2020
23.	71	AVG Chula Vista, LLC 9595 Wilshire Blvd., #700 Beverly Hills CA, 90212	24 Hour Fitness USA Inc	320 Third Avenue Chula Vista, CA 91910	June 15, 2020
24.	443	AVG Puyallup LLC 9595 Wilshire Boulevard, Suite 700 Beverly Hills, CA 90212	24 Hour Fitness USA Inc	301 37th Avenue SE Puyallup, WA 98374	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
25.	515	BAI Park Place LP 720 East Palisade Avenue, Suite 201 Englewood Cliffs NJ, 07632	24 Hour Fitness USA Inc	4300 Sonoma Blvd #408 Vallejo, CA 94589	June 15, 2020
26.	297	Basser Kaufman 222 LLC 151 Irving Place Woodmere NY 11598	24 New York LLC	1675 Sunrise Hwy Bay Shore, NY 11706-6028	June 15, 2020
27.	278	Belmar Commercial Owner LP c/o Belmar Shopping Center 464 S Teller St Lakewood, CO 80226	24 Denver LLC	360 South Teller Street Lakewood, CO 80226	June 15, 2020
28.	280	Belmar Commercial Owner LP c/o Belmar Shopping Center 464 S Teller St Lakewood, CO 80226	24 Denver LLC	1450 South Abilene Street Aurora, CO 80012	June 15, 2020
29.	350	Berkadia Commercial Mortgage LLC c/o WP Carey 50 Rockefeller Plaza 2nd Floor, New York, NY 10020	24 Hour Fitness USA Inc	11798 Oswego Street Englewood, CO 80112	June 15, 2020
30.	505	Betty Jean Louie III Limited Partnership 667 Grant Ave. San Francisco CA, 94108	24 Hour Fitness USA Inc	375A North Capitol Avenue San Jose, CA 95133	June 15, 2020
31.	403	BHF, A California Limited Partnership 1748 W. Katella Ave Suite 206 Orange, CA 92867	24 Hour Fitness USA Inc	20202 Ballinger Way NE, Space A-10 Seattle, WA 98155	June 15, 2020
32.	951	Black Cherry LLC 3300 Enterprise Parkway Beachwood, OH 44122	24 Hour Fitness USA Inc	2770 South Colorado Boulevard Denver, CO 80222	June 15, 2020
33.	11102	Bloch Schoolhouse LLC 1200 112th Ave NE, Suite A- 101 Bellevue, WA 98004	RS FIT NW LLC	5045 River Road N Keizer, OR 97303- 5398	June 15, 2020
34.	289	BMS Realty Co - V0000414100 100 Cedar Ave Hewlett Bay Park NY 11557	24 New York LLC	945 Kings Highway Brooklyn NY 11223	June 15, 2020
35.	728	BP/CGCenter II LLC 599 Lexington Avenue, Suite 1800 New York NY 10022	24 Hour Fitness USA Inc	153 E 53rd Street New York NY 10022	June 15, 2020
36.	736	Brixtor SPE 2 LLC 3901 Bellaire Boulevard Houston TX 77025	24 Hour Fitness USA Inc	4054 Nesconoset Highway East Setauket NY 11733	June 15, 2020
37.	391	BT Carrollton, LP 200 Dryden Road, Suite 2000 Dresher PA 19025	24 Hour Fitness USA Inc	3050 Josey Lane Carrollton TX 75006	June 15, 2020



#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
38.	957	Capital Mall Land LLC 625 Black Lake Blvd Olympia, WA 98502	24 Hour Fitness USA Inc	621 Black Lake Blvd SW Olympia, WA 98502	June 15, 2020
39.	630	Catalina Shoppes FLA, LLC 8903 Glades Road, Suite A-14 Boca Raton, FL 33434	24 Hour Fitness USA Inc	1775 N Congress Avenue Boynton Beach, FL 33426	June 15, 2020
40.	732	Cedar-Carmans LLC 44 South Bayles Avenue, Suite 304 Port Washington NY 11050	24 Hour Fitness USA Inc	941 Carmans Road Massapequa NY 11758	June 15, 2020
41.	337	Centennial Properties Denver, LLC 999 West Riverside Spokane, WA 99201	24 Hour Fitness USA Inc	4650 W 120th Avenue Broomfield, CO 80020	June 15, 2020
42.	614	Centennial Square LLC 820 Morris Turnpike, Suite 301 Short Hills NJ 7078	24 Hour Fitness USA Inc	1327 Centennial Ave Piscataway NJ 8854	June 15, 2020
43.	727	CIM/225 5th Avenue (NY), LLC 6922 Hollywood Boulevard, Suite 300 Bethesda MD 20814	24 Hour Fitness USA Inc	225 Fifth Avenue New York NY 10010	June 15, 2020
44.	962	Coastal Serhoe PO Box 1393 Yakima, WA 98907	24 Hour Fitness USA Inc	11014 19th Ave SE, Suite 4 Everett, WA 98208	June 15, 2020
45.	113	Copperwood Square IA, LLC 1234-B E. 17th Street Santa Ana, CA 92701	24 Hour Fitness USA Inc	240 North Brand Blvd. Glendale, CA 91203	June 15, 2020
46.	212	CRICQ Plano Trust 65 Ledgeside Lane Plymouth NH 3264	24 Hour Fitness USA Inc	4600 West Park Blvd Plano, TX 75093- 2233	June 15, 2020
47.	653	CSRA 5901 Golden Triangle Master Lessee, LLC 10900 Nuckols Road, Suite 200 Glen Allen VA 23060	24 Hour Fitness USA Inc	5901 Golden Triangle Blvd. Fort Worth TX 76244	June 15, 2020
48.	959	DDR MCH West LLC 3300 Enterprise Parkway Beachwood, OH 44122	24 Hour Fitness USA Inc	7720 N Academy Blvd. Colorado Springs, CO 80920	June 15, 2020
49.	265	Doral Court Retail Investments 2665 South Bayshore Drive, Suite 1020 Coconut Grove, FL 33133	24 Hour Fitness USA Inc	8700 NW 36th St #301 Doral, FL 33166	June 15, 2020
50.	48	DS Fountain Valley LP 200 E. Baker Street, Ste 100 Costa Mesa, CA 92626	24 Hour Fitness USA Inc	18305 Brookhurst Street Fountain Valley, CA 92780	June 15, 2020
51.	43	DS Properties 17 LP 200 E. Baker Street, Ste #100 Costa Mesa CA, 92626	24 Hour Fitness USA Inc	140A Alamo Plaza, Alamo CA 94507	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
52.	167	Edward F. Plant c/o Harman Asset Management PO Box 2463 La Jolla CA, 92307-2463	24 Hour Fitness USA Inc	7680 Girard Avenue, Suite 200 La Jolla, CA 92037	June 15, 2020
53.	533	Facchino LaBarbera Tennant Station LLC 873 Blossom Hill Road San Jose, CA 95123	24 Hour Fitness USA Inc	850 Tennant Station Morgan Hill, CA 95037	June 15, 2020
54.	342	FIT (UT) QRS 14-92, Inc. 50 Rockefeller Plaza, 2nd Floor New York, NY 10020	24 Hour Fitness USA Inc	1121 E Ashton Avenue Salt Lake City, UT 84106	June 15, 2020
55.	291	Fordham Associates LLC - V0000414102 112 West 34th Street, Suite 2106 New York NY 10120	24 New York LLC	2503 Grand Concourse Bronx, New York 10468	June 15, 2020
56.	958	Fourth Plain Portland Shopping Center LLC PO Box 10 Scottsdale, AZ 85252	24 Hour Fitness USA Inc	2913 NE 72nd Drive Vancouver, WA 98661	June 15, 2020
57.	393	Frisco Fitness LP 1748 W Katella Avenue, Suite 206 Orange CA 92867	24 Hour Fitness USA Inc	3865 Preston Road Frisco TX 75034	June 15, 2020
58.	905	FSP-South Flower Street Associates, LLC 515 S. Flower Street, Suite 3200 Los Angeles, CA 90071	24 Hour Fitness USA Inc	505 S. Flower Street, Level B Los Angeles, CA 90071	June 15, 2020
59.	712	Geneva Crossing Carol Stream IL LLC 1551 South Washington Avenue, Suite 402A Piscataway, NJ 08854	24 Hour Fitness USA Inc	560 S Schmale Road Carol Stream, IL 60188	June 15, 2020
60.	738	GGP Staten Island Mall LLC 350 N Orleans Street, Suite 300 Chicago IL 60654	24 Hour Fitness USA Inc	2655 Richmond Ave Staten Island NY 10314	June 15, 2020
61.	868	Giavista Investment LLC 8 Gondoliers Bluff Newport Beach CA, 92657	24 Hour Fitness USA Inc	324 Sycamore Avenue Vista, CA 92083	June 15, 2020
62.	752	GP Partners NC LLC 301 E Las Olas Boulevard Fort Lauderdale, FL 33301	24 Hour Fitness USA Inc	Village at Research Park (W. Mallard Creek Church Rd & Senator Royal Pl) Charlotte, NC	June 15, 2020
63.	685	GRI Woodlands Crossing, LLC 4350 East West Highway, Suite 400 Bethesda MD 20814	24 Hour Fitness USA Inc	10860 Kuykendahl Road The Woodlands TX 77381	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
64.	433	HAI Murray Gym LLC PO Box 3309 Logan, UT 84323	24 Hour Fitness USA Inc	5684 South 900 East Murray, UT 84121	June 15, 2020
65.	645	Hanover 3201 Realty LLC 210 Hudson Street, Suite 400 Jersey City NJ 7311	24 Hour Fitness USA Inc	30 Sylvan Way Whippany NJ 07981	June 15, 2020
66.	940	Hawaiian Gardens Lakewood Retail VIII, LLC 730 El Camino Way, Suite 200 Tustin, CA 92780	24 Hour Fitness USA Inc	12120 Carson Street Hawaiian Gardens, CA 90716	June 15, 2020
67.	654	Heights Plaza, LLC 975 Route 22 West North Plainfield NJ 07060- 3622	24 Hour Fitness USA Inc	459 Route 17 Hasbrouck Heights NJ 07604	June 15, 2020
68.	952	Highland Shopping Center, LLC 2800 156th Ave SE, Suite 120 Bellevue, WA 98007	24 Hour Fitness USA Inc	4110 NE 4th St, Ste B Renton, WA 98059	June 15, 2020
69.	355	Highlands Fitness, L.T.D. 1748 W Katella Avenue, Suite 206 Orange, CA 92867	24 Hour Fitness USA Inc	333 Dad Clark Drive Littleton, CO 80126	June 15, 2020
70.	718	HSG Algonquin LLC 225 West Hubbard, 4th Floor Chicago, IL 60654	24 Hour Fitness USA Inc	1621 South Randall Road Algonquin, IL	June 15, 2020
71.	710	HSG-KRE Oak Lawn Property Owner LLC One Parkview Plaza, 9th Floor Oakbrook Terrace, IL 60181	24 Hour Fitness USA Inc	SWC 95th & Pulaski Oak Lawn, IL	June 15, 2020
72.	684	IA Cypress CyFair LP 3025 Highland Parkway, Suite 350 Downers Grove IL 60515	24 Hour Fitness USA Inc	25632 Highway 290 Cypress TX 77429	June 15, 2020
73.	692	IA League City Bay Colony LP 3025 Highland Parkway, Suite 350 Downers Grove IL 60515	24 Hour Fitness USA Inc	2765 Gulf Freeway South League City TX 77573	June 15, 2020
74.	266	IVT Southern Royal Palm Beach, LLC 3025 Highland Parkway, Suite 350 Downers Grove, IL 60515	24 Hour Fitness USA Inc	11001-11161 Southern Boulevard Royal Palm Beach, FL	June 15, 2020
75.	294	Jacques Straus and Evelyn Wells Trustees PO Box 656 Yonkers, NY 10702-0656	24 New York LLC	298 West 231st St. Brooklyn NY 10463	June 15, 2020
76.	608	JDN Real Estate - Freehold LP 3300 Enterprise Parkway Beachwood OH 44122	24 Hour Fitness USA Inc	326 West Main Street Freehold NJ 7728	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
77.	661	JSW Greeley LLC 15233 Ventura Boulevard, Suite 316 Sherman Oaks, CA 91403	24 Hour Fitness USA Inc	3001 S 23rd Ave Greeley, CO	June 15, 2020
78.	549	KA&N Industries 35 Baywood Terrace San Rafael CA 94901	24 Hour Fitness USA Inc	6155 Neil Road Reno NV 89511-1134	June 15, 2020
79.	553	Kimco East Bank 689 Inc. 500 North Broadway, Suite 201, PO Box 9010 Jericho, NY 11753	24 Hour Fitness USA Inc	4100 South Parker Road Aurora, CO 80014	June 15, 2020
80.	79	Kimridge Development Group 2935 N. Beverly Glen Cir, Ste 358 Los Angeles CA 90078	24 Hour Fitness USA Inc	4480 East Charleston Blvd Las Vegas, NV 89104	June 15, 2020
81.	632	Kimzey of Florida, Inc. 3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042	24 Hour Fitness USA Inc	15 West Crystal Lake St. Orlando, FL 32806	June 15, 2020
82.	124	La Paz Shopping Center LP 2603 Main Street, Ste 210 Irvine, CA 92614	24 Hour Fitness USA Inc	25252 McIntyre Street, Ste A Laguna Hills, CA 92653	June 15, 2020
83.	377	Lakeline Austin Fitness, L.P. 1748 W Katella Avenue, Suite 206 Orange CA 92867	24 Hour Fitness USA Inc	13802 N Hwy 183 Austin TX 78750	June 15, 2020
84.	189	Lakeshore Land Lessee PT LLC 18101 Von Karman Avenue, Suite 1220 Irvine, CA 92612	24 Hour Fitness USA Inc	18007 Von Karman Avenue Irvine, CA 92612	June 15, 2020
85.	961	Lakha Kent Properties, LLC 10400 NE 4th Suite 2200 Bellevue, WA 98004	24 Hour Fitness USA Inc	12922 SE Kent Kangley Road Kent, WA 98030	June 15, 2020
86.	612	Ledgewood Investors LLC 1041 US Highway 202/206 Bridgewater NJ 8807	24 Hour Fitness USA Inc	461 Route 10 Unit #01 Ledgewood NJ 7852	June 15, 2020
87.	323	LRIC Lewisville LLP 4311 Oak Lawn, Suite 370 Dallas TX 75219	24 Hour Fitness USA Inc	724 West Main Street Lewisville TX 75067	June 15, 2020
88.	917	LTG Sourth Hills, LLC 1418 S. Azusa Ave, Ste 23 West Covina, CA 91791	24 Hour Fitness USA Inc	1422 Azusa Avenue West Covina, CA 91791	June 15, 2020
89.	547	Lyons Market Street, LLC 30 Inverness Way Hillsborough, CA 94010	24 Hour Fitness USA Inc	2145 Market Street San Francisco, CA 94114	June 15, 2020
90.	613	M&M at North Brunswick, LLC 1260 Stelton Road Piscataway NJ 8854	24 Hour Fitness USA Inc	1500 Livingston Ave North Brunswick NJ 8816	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
91.	428	M-4, LLC 1201 Pacific Ave, Suite 1400 Tacoma, WA 98402	24 Hour Fitness USA Inc	915 Auburn Way North Auburn, WA 98002	June 15, 2020
92.	336	Magna Investments & Development, Ltd P.O. Box 65827 Salt Lake City, UT 84165-0827	24 Hour Fitness USA Inc	10365 South 1300 East Sandy, UT 84094	June 15, 2020
93.	701	Maionchi/Launderland 24th Street Family Partnership, LP 250 Avila Street San Francisco CA, 94123	24 Hour Fitness USA Inc	3800 24th Street, Suite #2 San Francisco, CA 94114	June 15, 2020
94.	166	Mani Anand Vjay Sawh, LLC 15565 Sleepy Creek Rd. El Cajon CA, 92021	24 Hour Fitness USA Inc	2893 Green Valley Parkway Henderson, NV 89014	June 15, 2020
95.	121	Mesa Verde Associates 3315 Fairview Road Costa Mesa, CA 92626	24 Hour Fitness USA Inc	1600 Adams Avenue Costa Mesa, CA 92626	June 15, 2020
96.	344	Metroplex Plaza LP 1901 Avenue of the Stars, Suite 855 Los Angeles CA 90067	24 Hour Fitness USA Inc	2407 West Airport Freeway Irving TX 75062	June 15, 2020
97.	369	Mockingbird Park, Ltd 4455 LBJ Freeway, Suite 812 Dallas TX 75244	24 Hour Fitness USA Inc	5706 East Mockingbird Lane Dallas TX 75206	June 15, 2020
98.	704	MRE Commercial Real Estate 6001 Shellmound Street, #825 Emeryville CA, 94608	24 Hour Fitness USA Inc	1775 Solano Avenue Berkeley, CA 94707	June 15, 2020
99.	628	MS Shopping Center LLC 845 NE 79 St Miami, FL 33138	24 Hour Fitness USA Inc	20851 South Dixie Highway Miami, FL 33189	June 15, 2020
100.	557	Norman H. Scheiner 130 Throckmorton Mill Valley CA, 94941	24 Hour Fitness USA Inc	3137 West Benjamin Holt Drive Stockton, CA 95219	June 15, 2020
101.	173	North Halstead Associates, LLC 1099 18th Street, Suite 2900 Denver, CO 80202	24 Hour Fitness USA Inc	465 North Halstead Street Pasadena, CA 91107	June 15, 2020
102.	681	North Richland Fitness, LP 1748 W Katella Avenue, Suite 206 Orange CA 92867	24 Hour Fitness USA Inc	6601 Northeast Loop 820 North Richland Hills TX 76180	June 15, 2020
103.	519	NorthPoint Investors, Inc. 2211 Stockton Street San Francisco, CA 94133	24 Hour Fitness USA Inc	350 Bay Street San Francisco, CA 94133	June 15, 2020
104.	273	Oceanview 1, LLC 303 Sacramento Street, Third Floor San Francisco, CA 94111	24 San Francisco LLC	3951 Alemany Blvd San Francisco, CA 94132	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
105.	128	Olive Drive Partners 3939 Bernard St., Suite 1 Bakersfield, CA 93306	24 Hour Fitness USA Inc	3633 Rosedale Highway Bakersfield, CA 93308	June 15, 2020
106.	11104	Pacific Realty Associates, L.P. 15350 S.W. Sequoia Parkway, Suite 300 Portland, OR 97224	RS FIT NW LLC	15575 SW Sequoia Pkwy, Ste 100 Tigard, OR 97224	June 15, 2020
107.	535	Pacific Resources Associates 15350 S.W. Sequoia Parkway, Suite 300 Portland OR, 97224	24 Hour Fitness USA Inc	1090 North Main Street Manteca, CA 95336	June 15, 2020
108.	914	Parkway Center, LLC 100 City Parkway, Suite 140 Las Vegas NV 89106	24 Hour Fitness USA Inc	100 City Parkway, Suite 160 Las Vegas NV 89106	June 15, 2020
109.	307	Pavilion West 7517 Campbell Rd., Suite 601 Dallas TX 75248	24 Hour Fitness USA Inc	7622 Campbell Road Dallas TX 75248	June 15, 2020
110.	623	Pembroke Miami Fitness, LP 1748 W Katella Avenue, Suite 206 Orange, CA 92867	24 Hour Fitness USA Inc	8333 Pines Blvd. Pembroke Pines, FL 33024	June 15, 2020
111.	935	Peninsula Retail Partners IV, LLC 417 29th Street Newport Beach, CA 92663	24 Hour Fitness USA Inc	11896 Amargosa Road Victorville, CA 92392	June 15, 2020
112.	11103	PK I Gresham Town Fair LLC 2429 Park Avenue Tustin, CA 92606	RS FIT NW LLC	400 NW Eastman Parkway Gresham, OR 97030	June 15, 2020
113.	271	PK II Brookvale SC LP 3333 New Hyde Park Road Suite #100 New Hyde Park NY, 11042- 0020	24 San Francisco LLC	35630 Fremont Boulevard Fremont, CA 94536	June 15, 2020
114.	680	Platform Cedar MT, LLC 4220 Shawnee Mission Parkway, Suite 200 B Fairway KS 66205	24 Hour Fitness USA Inc	213 N Highway 67 Cedar Hill TX 75104	June 15, 2020
115.	682	Princeton Plaza 96 N Third Street, Suite 275 San Jose CA 95112	24 Hour Fitness USA Inc	12400 N IH 35 Svc. Road Southbound Austin TX 78753	June 15, 2020
116.	274	PWR17 - 691 W Hampden Ave, LLC 5221 N O'Connor Blvd., Suite 600 Irving, TX 75039	24 Denver LLC	3435 S Inca Street Englewood, CO 80110	June 15, 2020
117.	299	Realty Income 11995 El Camino Real San Diego CA, 92130	24 New York LLC	589 Tuckahoe Rd Yonkers, NY 10710	June 15, 2020

#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
118.	677	Rising Sail Westlake, LLC 8827 W Sam Houston Parkway N, Suite 200 Houston TX 77040	24 Hour Fitness USA Inc	19734 Saums Road Houston TX 77084	June 15, 2020
119.	116	Robert N. Ruggles 220 Montgomery St., #421 San Francisco, CA 94104	24 Hour Fitness USA Inc	4302 Gosford Road Bakersfield, CA 93313	June 15, 2020
120.	11106	ROIC Oregon LLC 8905 Towne Centre Drive, Suite 108 San Diego, CA 92122	RS FIT NW LLC	14800 SE Sunnyside Road Happy Valley, OR 97015	June 15, 2020
121.	373	Round Rock Fitness, LP 1748 W Katella Avenue, Suite 206 Orange CA 92867	24 Hour Fitness USA Inc	1208 N Interstate 35 Ste 300 Round Rock TX 78681	June 15, 2020
122.	402	RPAI Lakewood, LLC 2021 Spring Road, Suite 200 Oak Brook, IL 60523	24 Hour Fitness USA Inc	5919 Lakewood Town Center Blvd Lakewood, WA 98499-6513	June 15, 2020
123.	751	RRPV 601 Midtown Raleigh LP 4801 PGA Boulevard Palm Beach Gardens, FL 33418	24 Hour Fitness USA Inc	601 E Six Forks Road Raleigh, NC 27609	June 15, 2020
124.	664	RSD Partners LLC 2150 West 29th Avenue, Suite 410 Denver, CO 80211	24 Hour Fitness USA Inc	2650 W Belleview Ave Littleton, CO 80123	June 15, 2020
125.	210	RU Rainbow Blvd Las Vegas NV LLC 3090 Bristol Street, Suite 550 Costa Mesa, CA 92626	24 Hour Fitness USA Inc	601 S Rainbow Blvd Las Vegas, NV 89145-6243	June 15, 2020
126.	621	S&C Venture, a Florida Joint Venture 1261 20th Street Miami Beach, FL 33139	24 Hour Fitness USA Inc	2982 Grand Ave. Miami, FL 33133	June 15, 2020
127.	737	Salisbury Partners LLC 3000 Marcus Avenue Lake Success NY 11020	24 Hour Fitness USA Inc	2000 Hempstead Turnpike East Meadow NY 11554	June 15, 2020
128.	903	Santa Susana GRF2, LLC 973 Lomas Santa Fe Drive Solana Beach, CA 92075	24 Hour Fitness USA Inc	2350 Tapo Street Simi Valley, CA 93063	June 15, 2020
129.	68	Second & S.M. Blvd. Associates, LLC 12381 Wilshire Blvd., Ste 201 Los Angeles, CA 90025-2058	24 Hour Fitness USA Inc	1417 Second Street Santa Monica, CA 90401	June 15, 2020
130.	293	Selv Enterprises LLC - V0000414104 8537 N.W. 77th Street Tamarac FL 33321	24 New York LLC	1921 86th St. Brooklyn, NY 11214	June 15, 2020

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131.	735	Seritage SRC Finance LLC 500 Fifth Avenue, Suite 1530 New York NY 10110	24 Hour Fitness USA Inc	195 N Broadway Hicksville NY 11801	June 15, 2020
132.	714	Seritage SRC Finance LLC 500 Fifth Avenue, Suite 1530 New York, NY 10110	24 Hour Fitness USA Inc	1601 N Harlem Avenue Chicago, IL 60707	June 15, 2020
133.	715	Seritage SRC Finance LLC 500 Fifth Avenue, Suite 1530 New York, NY 10110	24 Hour Fitness USA Inc	4035 North Cicero Avenue Chicago, IL 60641	June 15, 2020
134.	716	Seritage SRC Finance LLC 500 Fifth Avenue, Suite 1530 New York, NY 10110	24 Hour Fitness USA Inc	3340 Mall Loop Road Joliet, IL 60431	June 15, 2020
135.	717	Seritage SRC Finance LLC 500 Fifth Avenue, Suite 1530 New York, NY 10110	24 Hour Fitness USA Inc	2 Orland Square Drive Orland Park, IL 60462	June 15, 2020
136.	215	SF TX LP 50 Rockefeller Plaza, 2nd Floor New York NY 10020	24 Hour Fitness USA Inc	2100 Plaza Parkway Bedford, Texas 76021	June 15, 2020
137.	431	SFP 24 Hour Taylorsville LLC 376 East 400 South, Suite 120 Salt Lake City, UT 84111	24 Hour Fitness USA Inc	5766 South 1900 West Taylorsville, UT 84129	June 15, 2020
138.	601	Shapell Norcal Rental Properties LLC 39650 Liberty Street, Suite 490 Fremont, CA 94538	24 Hour Fitness USA Inc	301 Jacklin Road Milpitas, CA 95035	June 15, 2020
139.	671	Sienna Cypress LLC 3 Riverway, Suite 1100 Houston TX 77056	24 Hour Fitness USA Inc	9026 Sienna Crossing Drive Missouri City TX 77071	June 15, 2020
140.	99	Sierra Town Center Holdings LLC 8375 W. Flamingo Rd., Ste. 200 Las Vegas NV 89147	24 Hour Fitness USA Inc	2106 West Craig Road North Las Vegas NV 89031	June 15, 2020
141.	66	Silverado Ranch Centre II, LLC 10655 Park Run Drive, Ste 160 Las Vegas NV 89144	24 Hour Fitness USA Inc	9875 S Maryland Parkway Las Vegas NV 89123	June 15, 2020
142.	901	Skolem Group, LLC 650 W. Duarte Rd, Ste. 1088 Arcadia, CA 91007	24 Hour Fitness USA Inc	9750 Central Avenue Montclair, CA 91763	June 15, 2020
143.	438	SouthGlenn Property Holdings, LLC 5750 DTC Parkway, Suite 210 Greenwood Village, CO 80111	24 Hour Fitness USA Inc	6839 South Vine Street Centennial, CO 80122	June 15, 2020
144.	319	SSS Highland Plaza, LLC 6100 Corporate Drive, Suite 288 Houston TX 77036	24 Hour Fitness USA Inc	1550 S Mason Road Katy TX 77450-4558	June 15, 2020



#	CLUB NO.	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
145.	803	Star-West Solano LLC 1350 Travis Blvd Fairfield, CA 94533	24 Hour Fitness USA Inc	1519 Gateway Blvd. Fairfield, CA 94533	June 15, 2020
146.	858	STC GardenWalk, LLC 10722 Beverly Blvd., Ste. P Whittier, CA 90601	24 Hour Fitness USA Inc	400 W. Disney Way Anaheim, CA 92802	June 15, 2020
147.	853	Temecula Town Center Owner, LLC 4340 Von Karman Avenue, Suite 110 Newport Beach CA, 92660	24 Hour Fitness USA Inc	27520 Ynez Road Anchor 8 Temecula, CA 92591	June 15, 2020
148.	558	The Harry and Jeanette Weinberg Foundation, Inc. 3660 Waialae Avenue, Suite 400 Honolulu, HI 96816-3260	24 Hour Fitness USA Inc	150 Hana Highway Kahului, HI 9632	June 15, 2020
149.	863	The Irvine Company LLC 101 Innovation Drive Irvine, CA 92617	24 Hour Fitness USA Inc	517 Spectrum Center Drive Irvine, CA 92618	June 15, 2020
150.	561	The Round Owner LLC 810 NW Marshall Street, Suite 300 Portland, OR 97209	24 Hour Fitness USA Inc	4145 SW Watson Avenue Beaverton, OR 97005	June 15, 2020
151.	912	TKG Murrietta Plaza LLC 211 North Stadium Blvd Suite 201 Columbia MD, 65203	24 Hour Fitness USA Inc	40396 Murrieta Hot Springs Road Murrieta, CA 92563	June 15, 2020
152.	283	Tri-State Commercial Realty LLC 429 Sylvan Ave Englewood Cliffs NJ 07632	24 New York LLC	189 Route 46 West Saddle Brook, NJ 07663	June 15, 2020
153.	74	Trop 2015 Holdings LLC 8350 W. Sahara Avenue, Ste. 210 Las Vegas NV 89117	24 Hour Fitness USA Inc	5035 West Tropicana Ave Las Vegas NV 89103	June 15, 2020
154.	817	Tyson's West Retail, LLC 8405 Greensboro Drive, 8th Floor McLean VA 22102	24 Hour Fitness USA Inc	1500 Cornerside Blvd. Vienna VA 22182	June 15, 2020
155.	609	Village 35, LP 3 Manhattanville Road, Suite 202 Purchase NY 10577	24 Hour Fitness USA Inc	835 Highway 35 Middletown NJ 7748	June 15, 2020
156.	643	VNO Wayne Towne Center LLC 210 Route 4 East Paramus NJ 7652	24 Hour Fitness USA Inc	133 Route 23 Wayne NJ 7470	June 15, 2020
157.	481	Weingarten Nostat Inc 2600 Citadel Plaza Drive Suite 125 Houston TX, 77008	24 Hour Fitness USA Inc	641 South Rancho Santa Fe Road San Marcos, CA 92078	June 15, 2020

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158.	624	Weingarten Realty Inv. 2600 Citadel Plaza Drive Suite 125 Houston TX, 77008	24 Hour Fitness USA Inc	8400 Mills Drive Miami, FL 33183	June 15, 2020
159.	168	Wilmington Victorville LLC 2100 W. 7th Street Fort Worth, TX 76107	24 Hour Fitness USA Inc	16200 Bear Valley Road Victorville, CA 92395	June 15, 2020
160.	689	WMC Fund, LLC 1990 NE 163rd Street, Suite 209 North Miami Beach FL 33162	24 Hour Fitness USA Inc	5946 Fairmont Parkway Pasadena TX 77505	June 15, 2020
161.	644	Woodbridge Avenel, LLC 112 West 34th Street, Suite 2106 New York NY 10120	24 Hour Fitness USA Inc	1624 St Georges Avenue Avenel NJ 07001	June 15, 2020
162.	816	Woodmore Towne Centre LLC 1919 West Street, Suite 100 Annapolis MD 21401	24 Hour Fitness USA Inc	9450 Ruby Lockhart Blvd. Lanham MD 20706	June 15, 2020
163.	864	WRI West Gate South, L.P. PO Box 924133 Houston, TX 77292-4133	24 Hour Fitness USA Inc	6731 Westminser Blvd., Ste 113 Westminster, CA 92683	June 15, 2020
164.	516	Ygnacio Center Owner, LLC 2033 N. Main Street Suite 210 Walnut Creek CA, 94596	24 Hour Fitness USA Inc	2033 N. Main Street Walnut Creek, CA 94596	June 15, 2020